

RECORDATION NO. 16024-00

FILED

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

NOV 9 '98

1-39PM

2800 LIVERNOIS SUITE 220 TROY, MI 48063-1220 (248) 740-6600

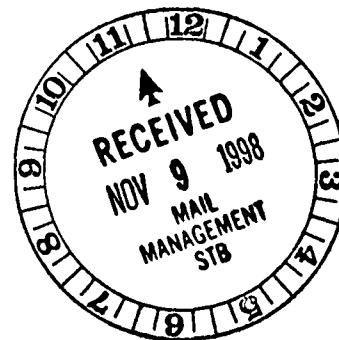
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MARY P. SCLAWY  
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E-Mail: [MSclawy@hopsut.com](mailto:MSclawy@hopsut.com)



20656-1020

October 30, 1998

Secretary  
Surface Transportation Board  
Room 704  
1925 K Street, NW  
Washington, DC 20423-0001

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

NOV 9 1 39 PM '98

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Memorandum of Lease Termination and Equipment Disposition, dated as of October 1, 1998 and executed by SLX Canada Inc. and Canadian National Railway Company pursuant to a Lease of Equipment #4, dated as of October 3, 1988 (the "Lease"). The units covered by the Lease are boxcars and hoppers as more completely identified on SCHEDULE A, attached to this letter.

The Lease was recorded in 1988 as a secondary document under recordation number 16024.

The parties to the Lease are:

Lessor: SLX Canada Inc.

Lessee: Canadian National Railway Company

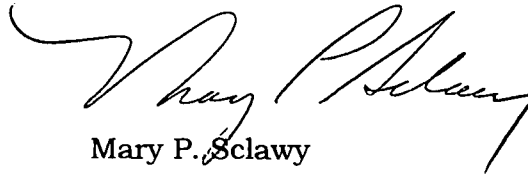
Enclosed is our check in the amount of \$26.

Secretary  
October 30, 1998  
Page 2

Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy  
Hopkins & Sutter  
2800 Livernois  
Suite 220  
Troy, MI 48083-1240

Sincerely,

A handwritten signature in cursive script, appearing to read "Mary P. Sclawy", written in dark ink. The signature is fluid and stylized, with a large initial "M" and a long, sweeping underline.

Mary P. Sclawy

Enclosure

cc: John Lamont

## SCHEDULE A


- 384 70-ton 50'6" steel boxcars  
built in 1973 by National Steel  
Car Corporation Ltd. with the  
following marks and road numbers:**

CNIS 408000 to 408082 inclusive  
CNIS 408084 to 408108 inclusive  
CNIS 408110 to 408115 inclusive  
CNIS 408117 to 408129 inclusive  
CNIS 408131  
CNIS 408133 to 408149 inclusive

DWC 403500 to 403502 inclusive  
DWC 403504 to 403507 inclusive  
DWC 403509 to 403513 inclusive  
DWC 403515 to 403528 inclusive  
DWC 403530 to 403573 inclusive  
DWC 403575 to 403576 inclusive  
DWC 403578  
DWC 403580 to 403612 inclusive  
DWC 403614 to 403656 inclusive  
DWC 403658 to 403661 inclusive  
DWC 403663  
DWC 403665 to 403749 inclusive

- 24 100-ton 3,300 cu. ft. pressure  
flow steel hoppers built in 1973  
by Procor Limited with the  
following marks and road numbers:**

CNIS 374039  
CNIS 374500 to 374505 inclusive  
CNIS 374507 to 374523 inclusive



SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

DATE: 11/9/98

OFFICE OF THE SECRETARY

Mary P. Sclawy  
Hopkins & Sutter  
2800 Livernois , Ste. 220  
Troy, Michigan 48083-1220

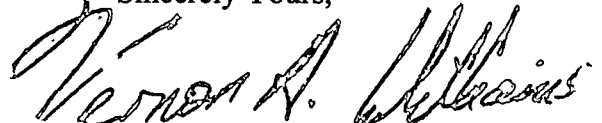
Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 11/9/98 at 1:39 PM , and

assigned recordation number(s). 16024-00.

Sincerely Yours,

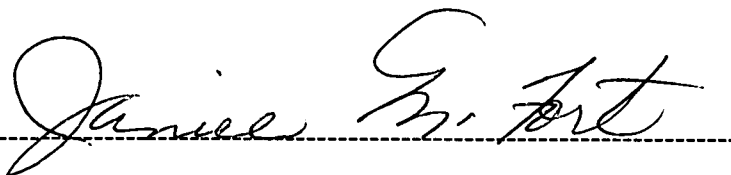
  
Vernon A. Williams

Enclosure(s)

26.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



NOV 9 '98

1-39PM

( SLX / CN Lease # 4 )

**MEMORANDUM OF LEASE TERMINATION AND  
EQUIPMENT DISPOSITION** dated as of October 1, 1998  
between **SLX Canada Inc. ("SLX")** and **Canadian National  
Railway Company ("CN")**.

**WHEREAS**, SLX is the lessor, of the boxcars described on Schedule A hereto (the "Equipment"), under that certain Lease of Equipment # 4 dated as of October 3, 1988 (the "Lease") with CN as lessee;

**AND WHEREAS**, SLX acknowledges that CN has fully performed its obligations under the Lease.

**IN WITNESS WHEREOF**, the parties wish to show for the public record that on the date first above written:

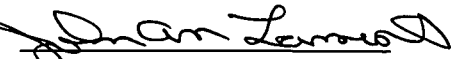
- 1) The Lease was terminated by SLX and CN in accordance with its terms;
- 2) CN and SLX acknowledge that certain provisions of the Lease survive the termination thereof, as more particularly specified therein;
- 3) The Equipment was sold, by SLX, to CN free and clear of all encumbrances arising through SLX pursuant to a Bill of Sale of even date herewith;

and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized

**SLX CANADA INC.,**  
as lessor and seller

**CANADIAN NATIONAL  
RAILWAY COMPANY,**  
as lessee and buyer

By:   
Its: Director

By:   
Its: Sr. Manager, Asset Financing

By:   
Its: Director

Note: In 1988, the Lease was filed as a secondary document with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) under primary recordation number 16024; and

On November 15, 1988, the Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

## SCHEDULE A

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Car Corporation Ltd. with the  
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CNIS 408000 to 408082 inclusive  
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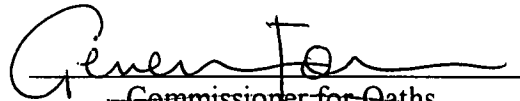
- 24 100-ton 3,300 cu. ft. pressure  
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by Procor Limited with the  
following marks and road numbers:**

CNIS 374039  
CNIS 374500 to 374505 inclusive  
CNIS 374507 to 374523 inclusive

2

PROVINCE OF QUEBEC )  
 ) ss: *In the matter of a Memorandum*  
DISTRICT OF MONTREAL ) *dated as of October 1, 1998*  
 *between SLX and CN.*

On this 21<sup>st</sup> day of September, 1998, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager Asset Financing of Canadian National Railway Company, that the foregoing memorandum was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing memorandum was the free act and deed of said corporation.

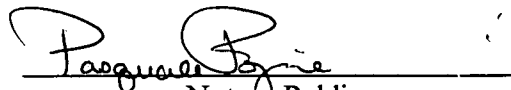
  
Commissioner for Oaths  
*laurye*

My commission expires: 31/03/99

[Seal]

~~PROVINCE OF ALBERTA~~ )  
 ) ss: *In the matter of a Memorandum*  
~~CITY OF CALGARY~~ ) *dated as of October 1, 1998*  
 *between SLX and CN.*

On this 29<sup>th</sup> day of September, 1998, before me personally appeared Bruce G. Barker, to me personally known, who, being by me duly sworn, says that such person is a Director of SLX Canada Inc., that the foregoing memorandum was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing memorandum was the free act and deed of said corporation.

  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]